

CONRAIL®

3-084A001

RECORDATION NO. 18131-B FILED 1425

MAR 25 1993 10-30 AM

March 25, 1993

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Lease of Locomotives from General Electric
Company to Consolidated Rail Corporation

Dear Mr. Strickland:

Enclosed are an original and two originally executed counterparts of the secondary document described below. The secondary document described below is related to the primary document Lease Agreement, dated February 19, 1993 ("Lease"), between Consolidated Rail Corporation and General Electric Company, which was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on February 26, 1993 at 10:20 a.m., Recordation No. 18131. All of the enclosed documents are to be recorded pursuant to Section 11303, Title 49, of the United States Code.

The enclosed secondary document is:

Lease Agreement Termination, dated as of March 25, 1993, between Consolidated Rail Corporation and General Electric Company.

The names and addresses of the parties to the documents are as follows:

Lease Agreement Termination

Lessee:

Consolidated Rail Corporation
2001 Market Street
P.O. Box 41425
Philadelphia, PA 19101-1425

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Secured Party:

General Electric Company
Transportation Systems
Business Operations
2901 East Lake Road
Erie, PA 16531

The description of the equipment covered by the
aforesaid Lease Agreement Termination is as follows:

Twenty-four (24) General Electric Company Model
Dash 8-40CW diesel electric locomotives bearing road numbers
6156 through 6179, both inclusive.

A fee of sixteen dollars (\$16.00) is enclosed. Please
return the original and any extra copies not needed by the
Commission for recordation to:

Cheryl A. Cook, Esquire
Consolidated Rail Corporation
2001 Market Street
P.O. Box 41416
Philadelphia, PA 19101-1416

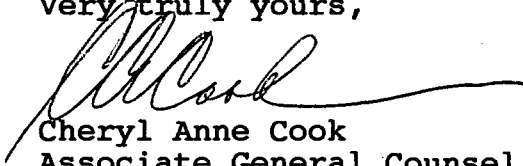
A short summary of the document to appear in the index
follows:

Lease Agreement Termination: Lease Agreement
Termination, dated as of February 26, 1993, between General
Electric Company, as secured party, Transportation Systems
Business Operations, 2901 East Lake Road, Erie, PA 16531 and
Consolidated Rail Corporation, as lessee, 2001 Market
Street, P.O. Box 41425, Philadelphia, Pennsylvania
19101-1425, covering twenty-four (24) General Electric
Company Model Dash 8-40CW diesel electric locomotives
bearing road numbers 6156 through 6179, both inclusive.

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If you have any questions, please do not hesitate to
call the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Cheryl Cook", with a long horizontal flourish extending to the right.

Cheryl Anne Cook
Associate General Counsel
16-A Two Commerce Square
Phila., PA 19103
(215) 209-5042
(215) 209-4819 (Fax)

/dr
Enclosure

RECORDATION NO. 18131-B FILED 1425

MAR 25 1993 10:30 AM

TERMINATION OF LEASE

INTERSTATE COMMERCE COMMISSION

THIS TERMINATION OF LEASE, made as of the 25th day of March, 1993 by and among General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), and Consolidated Rail Corporation, a Pennsylvania corporation ("Railroad").

WHEREAS, GE and Railroad are parties to an Interim User Agreement dated as of February 19, 1993 (the "Lease"); and

WHEREAS, a Memorandum of the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, on February 26, 1993, at 10:20 a.m. and given Recordation Number 18131; and

WHEREAS, GE and Railroad desire to terminate and cancel the Lease and to record such termination and cancellation with the ICC;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and GE, intending to be legally bound, agree as follows:

1. Railroad and GE hereby terminate and cancel the Lease, effective March 25, 1993, with respect to the following equipment: twenty-four (24) General Electric Company Diesel Electric Model Dash 8-40CW Locomotives bearing Road Numbers 6156 - 6179, inclusive (hereinafter, the "Terminated Equipment").

2. The parties agree to record this Termination of Lease with the ICC so as to release GE's lien against the Terminated Equipment.

3. This Termination of Lease may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in

one or more counterparts) which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and GE have each caused this Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.

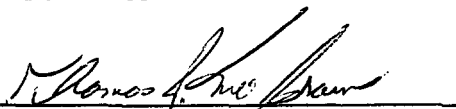
Attest

A handwritten signature in cursive script, appearing to read "M. J. Baughman", written over a horizontal line.

Attest

A handwritten signature in cursive script, appearing to read "M. J. Baughman", written over a horizontal line.
M. J. Baughman, Attesting Secretary

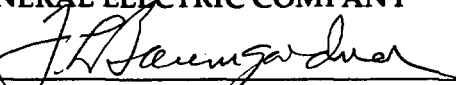
CONSOLIDATED RAIL CORPORATION

By: A handwritten signature in cursive script, appearing to read "Thomas S. McGraw", written over a horizontal line.

Name Thomas S. McGraw

Title Director - Financing

GENERAL ELECTRIC COMPANY

By: A handwritten signature in cursive script, appearing to read "F. L. Baumgardner", written over a horizontal line.

F. L. Baumgardner, Manager
Business & Pricing Analysis

Commonwealth of Pennsylvania

County of Erie

On this 19th day of March, 1993, before me personally appeared F. L. Baumgardner, to me personally known, who, being duly sworn, did say that he is Manager, Business & Pricing Analysis of General Electric Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Notary Public

Notarial Seal
Carol A. Wahlen, Notary Public
Lawrence Park Twp., Erie County
My Commission Expires Dec. 12, 1994

My commission expires:

State of

County of

On this ____ day of March, 1993, before me personally appeared Donald J. McHann, to me personally known, who, being duly sworn, did say that he/she is Director of Consolidated Rail Corporation, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Notary Public

NOTARIAL SEAL
LORETTA DANDRIDGE, Notary Public
City of Philadelphia, Phila. County
My Commission Expires Aug. 27, 1994

My commission expires: